

STATE OF MAINE
SECURITIES DIVISION

IN RE:

Mid-Ohio Securities Corp., Richard Desich,
Thomas Gordon Cloud, Thomas Gordon Cloud
Jr., Cloud & Associates Consulting, Inc., First
Choice Management Services, Inc., and Gary
Van Waeyenberghe

NOTICE OF INTENT
TO ISSUE
CEASE AND DESIST ORDER
No. 01-021

ALLEGATIONS

1. Mid-Ohio Securities Corp. ("Mid-Ohio") is a broker-dealer (CRD # 6634) located in Elyria, Ohio. According to the records of the Maine Securities Division, Mid-Ohio has never been licensed, or applied for a license, as a broker-dealer in the State of Maine.
2. Richard Desich (CRD #66145) is the President of Mid-Ohio. According to the records of the Maine Securities Division, Mr. Desich has never been licensed, or applied for a license, as a sales representative in the State of Maine.
3. Cloud & Associates Consulting, Inc., also known as Cloud & Associates ("C&A") is a broker-dealer and investment adviser located in Atlanta, Georgia. According to the records of the Maine Securities Division, C&A has never been licensed, or applied for a license, as a broker-dealer or as an investment adviser in the State of Maine.
4. Thomas G. Cloud (CRD # 834978) is the Chairman of the Board of C&A. According to the records of the Maine Securities Division, Mr. Cloud has never been licensed, or applied for a license, as a sales representative or broker-dealer in the State of Maine.
5. Thomas G. Cloud, Jr. (CRD # 3021086), is the Executive Vice-President of C&A. According to the records of the Maine Securities Division, Mr. Cloud, Jr. has never been licensed, or applied for a license, as a sales representative or broker-dealer in the State of Maine.
6. First Choice Management Services, Inc. ("First Choice") is an issuer located in Tarpon Springs, Florida. According to the records of the Maine Securities Division, First Choice's offering of Enhanced Automobile Receivables ("EARS")

was not registered, and the Division is not aware of any exemption available for the securities.

7. Gary Van Waeyenberghe is the president and CEO of First Choice. According to the records of the Maine Securities Division, Waeyenberghe has never been licensed, or applied for a license, as a sales representative in the State of Maine.
8. In March of 2000, a Maine resident received a mail solicitation from Thomas G. Cloud promoting First Choice EARS. As a result of the solicitation, the Maine resident contacted C&A for more information.
9. On or about March 31, 2000, the Maine resident received a letter of solicitation and application forms for First Choice EARS from Thomas G. Cloud, Jr. of C&A.
10. On or about April 6, 2000, the Maine resident forwarded a signed Mid-Ohio account application, direction of investment, authorization to release information, and First Choice Service Agreement to Mr. Cloud, Jr.
11. On or about May 30, 2000, mutual funds owned by the Maine resident were liquidated and the proceeds sent to Mid-Ohio. On May 31, the entire balance was deposited into the Maine resident's Mid-Ohio account. Fees were deducted by Mid-Ohio, and, on June 30, 2000, the remaining funds were invested in First Choice.
12. The Maine resident received an account statement from Mid-Ohio reflecting the purchase of First Choice EARS in the amount of \$19,069.84. The purchase has a transaction date of June 30, 2000.
13. Pursuant to 32 M.R.S.A. § 10602(1), the administrator may issue a cease and desist order if she reasonably believes that any person has engaged, is engaging or is about to engage in any act or practice constituting a violation of any provision of the Revised Maine Securities Act.
14. By effecting transactions for the Maine resident, Mid-Ohio transacted business as an unlicensed broker-dealer in violation of 32 M.R.S.A. § 10301(1).
15. By effecting transactions for the Maine resident Thomas G. Cloud and Thomas G. Cloud, Jr., transacted business as unlicensed sales representatives or broker-dealers in violation of 32 M.R.S.A. § 10301(1).
16. By effecting transactions for the Maine resident, C&A transacted business as an unlicensed broker-dealer in violation of 32 M.R.S.A. § 10301(1).
17. By contacting the Maine resident and recommending the First Choice EARS, C&A acted as an unlicensed investment adviser in violation of 32 M.R.S.A. § 10303(1).

18. By effecting transactions for the Maine resident, Gary Waeyenberghe acted as an unlicensed sales representative in violation of 32 M.R.S.A. § 10301(1).
19. By effecting transactions for the Maine resident, First Choice employed an unlicensed sales representative in violation of 32 M.R.S.A. § 10301(2).
20. By effecting transactions for Maine residents, Mid-Ohio, Richard Desich, Thomas Gordon Cloud, Thomas Gordon Cloud, Jr., C&A, First Choice and Gary Van Waeyenberghe sold unregistered securities in violation of 32 M.R.S.A. § 10401.
21. For the reasons stated above, the Securities Administrator reasonably believes that Mid-Ohio, Richard Desich, Thomas Gordon Cloud, Thomas Gordon Cloud, Jr., C&A, First Choice and Gary Van Waeyenberghe have engaged, are engaging and are about to engage in acts and practices constituting violations of the Revised Maine Securities Act.

NOTICE

Pursuant to 32 M.R.S.A. § 10708, notice is hereby given that the Securities Administrator intends to issue an Order to Cease and Desist pursuant to 32 M.R.S.A. § 10602 against Mid-Ohio Securities, Richard Desich, Thomas Gordon Cloud, Thomas Gordon Cloud, Jr., Cloud & Associates Consulting, Inc., First Choice Management Services, Inc., Gary Van Waeyenberghe, and all other officers, directors, employees, agents, and subsidiaries or controlling entities of Mid-Ohio Securities, Cloud & Associates Consulting, Inc. and First Choice Management Services, to prohibit further violations of the Revised Maine Securities Act.

Pursuant to 32 M.R.S.A. § 10708 (2), you have thirty (30) calendar days from the entry of this Notice of Intent to file a written request for a hearing.

Date: 07/06/201

Christine A. Bruenn

Christine A. Bruenn
Securities Administrator